

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 11☐ Check if this an amended filing**Official Form 201****Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Earth Fare, Inc.

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 56-1443936

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

220 Continuum Drive
Fletcher, NC 28732

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Henderson

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.earthfare.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor **Earth Fare, Inc.**
Name

Case number (if known)

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**4451****8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	EF Investment Holdings, Inc.	Relationship	_____	Affiliate	_____
District	Delaware	When	02/04/2020	Case number, if known	_____

Debtor **Earth Fare, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other _____

Where is the property?

Number, Street, City, State & ZIP Code _____

Is the property insured?

- ☐ No

- ☐ Yes.

Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- ☐ 1-49

- ☐ 50-99

- ☐ 100-199

- ☐ 200-999

- ☐ 1,000-5,000

- ☐ 5001-10,000

- ☒ 10,001-25,000

- ☐ 25,001-50,000

- ☐ 50,001-100,000

- ☐ More than 100,000

15. Estimated Assets

- ☐ \$0 - \$50,000

- ☐ \$50,001 - \$100,000

- ☐ \$100,001 - \$500,000

- ☐ \$500,001 - \$1 million

- ☐ \$1,000,001 - \$10 million

- ☐ \$10,000,001 - \$50 million

- ☐ \$50,000,001 - \$100 million

- ☒ \$100,000,001 - \$500 million

- ☐ \$500,000,001 - \$1 billion

- ☐ \$1,000,000,001 - \$10 billion

- ☐ \$10,000,000,001 - \$50 billion

- ☐ More than \$50 billion

16. Estimated liabilities

- ☐ \$0 - \$50,000

- ☐ \$50,001 - \$100,000

- ☐ \$100,001 - \$500,000

- ☐ \$500,001 - \$1 million

- ☐ \$1,000,001 - \$10 million

- ☐ \$10,000,001 - \$50 million

- ☐ \$50,000,001 - \$100 million

- ☒ \$100,000,001 - \$500 million

- ☐ \$500,000,001 - \$1 billion

- ☐ \$1,000,000,001 - \$10 billion

- ☐ \$10,000,000,001 - \$50 billion

- ☐ More than \$50 billion

Debtor **Earth Fare, Inc.**
Name

Case number (# known) _____

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

☒ I have been authorized to file this petition on behalf of the debtor.☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.☒ I declare under penalty of perjury that the foregoing is true and correct.Executed on 02/04/2020
MM / DD / YYYY**X** 
Signature of authorized representative of debtor**Charles Goad**
Printed nameTitle **Chief Restructuring Officer****18. Signature of attorney****X** 
Signature of attorney for debtorDate 02/04/2020
MM / DD / YYYY**M. Blake Cleary**
Printed name**Young Conaway Stargatt & Taylor, LLP**
Firm name**1000 N. King Street, Wilmington, Delaware 19801**
Number, Street, City, State & ZIP CodeContact phone **(302) 571-6600**Email address **mbcleary@ycst.com****3614 (Delaware)**
Bar number and State

**EARTH FARE, INC.
OFFICER'S CERTIFICATE**

February 3, 2020

I, Frank Scorpiniti, hereby certify that I am the duly appointed, qualified and acting Secretary of Earth Fare, Inc., a North Carolina corporation (the "Company") and that, in such capacity, I am authorized to execute and deliver this certificate. I do hereby further certify as follows:

The resolutions attached hereto as Exhibit A were duly adopted at a meeting (duly convened where a quorum of directors was present) of the Board of Directors of the Company held on February 3, 2020, and such resolutions have not been amended or revoked, and are now in full force and effect.

IN WITNESS WHEREOF, I have duly executed this certificate as of the first date written above.

/s/ Frank Scorpiniti
Frank Scorpiniti, President

Exhibit A

Resolutions

I. CHAPTER 11 FILING

WHEREAS, on November 5, 2019, the Board established a committee (the “Restructuring Committee”) to, among other things, explore and evaluate the Company’s potential strategic alternatives, including the Company’s restructuring, reorganization, or sale, and to make recommendations to the Board regarding such matters;

WHEREAS, the Restructuring Committee has recommended that the Company seek to restructure by seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and

WHEREAS, the Board has received, reviewed, and considered the recommendations of the Restructuring Committee, the senior management of the Company, and the Company’s legal and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that, based on factors and information deemed relevant to the Board, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other interested parties that a petition (the “Petition”) be filed pursuant to chapter 11 of the Bankruptcy Code on behalf of the Company;

FURTHER RESOLVED, that the filing of a voluntary petition on behalf of Company be, and the same hereby is, approved and adopted in all respects and that any officer of the Company, including Charles Goad of FTI Consulting, Inc. (“FTI”), the Company’s Chief Restructuring Officer (each, an “Officer” and collectively, the “Officers”) be, and each hereby is, authorized and empowered on behalf of the Company, to execute, acknowledge, deliver, and verify the Petition and to cause the same to be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) at such time as such Officer may determine;

FURTHER RESOLVED, that the Officers be, and each hereby is, authorized to (a) execute and file the Petition, schedules of assets and liabilities, statements of financial affairs, lists and other papers to take any and all related actions that such Officers may deem necessary or proper in connection with such chapter 11 case; (b) execute, acknowledge, deliver and verify any and all documents necessary or proper in connection with the Petition and to administer the Company’s chapter 11 case in such form or forms as such Officer may deem necessary or proper and in order to effectuate the foregoing resolutions; and (c) engage any professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants, brokers or other experts as such Officers deem necessary or proper to accomplish the purposes of the resolutions;

II. RETENTION OF PROFESSIONALS

FURTHER RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP (“Young Conaway”) shall be, and it hereby is, authorized, empowered, and directed to represent

the Company, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against the Company under the Bankruptcy Code, and to (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and to cause the Petition to be filed with the Bankruptcy Court and make or cause to be made, prior to execution thereof, any modifications to the Petition or any ancillary document as any Officer deems necessary, desirable, or appropriate to carry out the intent and accomplish the purpose of these resolutions; (b) execute, acknowledge, deliver, verify, and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or proper in connection with the foregoing; and (c) execute, acknowledge, deliver, and verify any and all other documents necessary or proper in connection therewith and to administer the Company's chapter 11 case in form or forms as any Officer may deem necessary or proper and in order to effectuate the purpose of the intent of the foregoing resolutions;

FURTHER RESOLVED, that FTI be, and it hereby is, authorized, empowered, and directed to represent the Company to provide financial and restructuring advisory services in connection with any case commenced by the Company under the Bankruptcy Code;

FURTHER RESOLVED, that Malfitano Advisors, LLC ("Malfitano") as be, and it hereby is, authorized, empowered, and directed to represent the Company to provide asset disposition advisory services in connection with any case commenced by the Company under the Bankruptcy Code;

FURTHER RESOLVED, that Epiq Corporate Restructuring, LLC ("Epiq" and, collectively with Young Conaway, FTI, and Malfitano, the "Advisors") be, and it hereby is, authorized, empowered, and directed to represent the Company as its notice, claims, solicitation, and balloting agent in connection with any case commenced by the Company under the Bankruptcy Code;

FURTHER RESOLVED, that the Advisors are hereby authorized to take any and all actions necessary or desirable to advise the Company of its rights and obligations and facilitate the commencement of any case commenced by the Company under the Bankruptcy Code, and in connection therewith, the Officers be, and each hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of the Advisors;

III. USE OF CASH COLLATERAL

FURTHER RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, the Officers shall be, and each hereby is, authorized, directed, and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Company's chapter 11 case, which agreements may require the Company to acknowledge the debt and liens of existing loans, grant liens and pay interest to the Company's existing lender(s); and in connection therewith, any Officer of the Company is hereby authorized and directed to execute appropriate agreements and related ancillary documents;

IV. SALE

FURTHER RESOLVED, that the Officers be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to conduct “going out of business sales” (each, a “GOB Sale”), in connection with the bankruptcy case; and, in connection therewith, that the Officers be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to execute such documents that are necessary or advisable to effectuate the aforementioned sale;

FURTHER RESOLVED, that the Officers be, and each hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to (i) enter into negotiation with any interested parties regarding a purchase of any or all of the assets of the Company not subject to the GOB Sale (of any kind) (a “Non-GOB Sale”); (ii) execute and deliver an agreement providing for such Non-GOB Sale (the “Sale Agreement”); (iii) enter into such additional agreements, consents, certificates, amendments, and instruments as may be necessary to obtain approval for and effect the transactions contemplated thereby; (iv) if the Officers deem it necessary or appropriate, seek approval from the Bankruptcy Court for authority under the Bankruptcy Code and any other relevant or applicable federal, state, local or non-U.S. law to sell such assets in a Non-GOB Sale; (v) organize and manage a sales process for such assets that is determined, in the Officers’ reasonable judgment, in consultation with the Company’s Advisors, which may take the form of an auction or any other process, which may include the identification of a stalking horse bidder; and;

V. GENERAL

FURTHER RESOLVED, that the Officers shall be, and each hereby is, authorized, directed and empowered, in the name and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute, deliver and perform all such actions and to execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as such Officer may deem necessary or proper to facilitate the transactions contemplated by these resolutions; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken prior to the date hereof by any Officer of the Company or any professionals engaged by the Company with respect to any transactions contemplated by the foregoing resolutions, or otherwise in preparation for or in connection with the Company’s chapter 11 case or any proceedings related thereto, or any matter related thereto, be and hereby are, adopted, approved, ratified and confirmed in all respects as the acts and deeds of the Company as if such acts and deeds took place after the date of these resolutions.

Fill in this information to identify the case:Debtor name Earth Fare, Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filingOfficial Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Consolidated Corporate Ownership Statement and Equity List**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 2/4/2020**X** /s/ Charles Goad

Signature of individual signing on behalf of debtor

Charles Goad

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EARTH FARE, INC., *et al.*,¹

Debtors.

)
)
)
)
)
)
)

Chapter 11

Case No. 20-_____ ()

(Joint Administration Requested)

**DEBTORS' CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

Earth Fare, Inc. (“**Earth Fare**”) and EF Investment Holdings, Inc. (each a “**Debtor**” and, collectively, the “**Debtors**”) have filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”). The following is the consolidated list of the Debtors’ creditors holding the thirty (30) largest unsecured claims (the “**List**”) based on the Debtors’ books and records as of approximately February 3, 2020. The List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The List does not include (a) persons who come within the definition of “insider” set forth in section 101(31) of the Bankruptcy Code or (b) secured creditors. The information contained herein shall neither constitute an admission of liability by nor bind the Debtors or their estates. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed, does not constitute a waiver of the rights of the Debtors or either estates to contest the validity, priority, or amount of any claim.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

Fill in this information to identify the case:

Debtor name **Earth Fare, Inc., et al.**
 United States Bankruptcy Court for the: **DISTRICT OF DELAWARE**
 Case number (if known): _____

☐ Check if this is an
 amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	UNFI 1 ALBION ROAD, STE 101 LINCOLN, RI 02865	UNFI CHRISTOPHER DIBELLO PHONE: 401-528-8634 ext. 31180 EMAIL: cdibello@unfi.com	TRADE	N/A			\$9,597,958
2	INLAND SEAFOOD PO BOX 450669 ATLANTA, GA 31145	INLAND SEAFOOD DALE BORNE PHONE: 404-350-5850 ext. 4578 EMAIL: dale.borne@inlandseafood.com; carter.ball@inlandseafood.com	TRADE	N/A			\$6,202,266
3	ALBERT'S PO BOX 877 SWEDESBORO, NJ 08085	ALBERT'S CHRISTOPHER DIBELLO PHONE: 401-528-8634 ext. 31180 EMAIL: cdibello@unfi.com	TRADE	N/A			\$5,892,652
4	CROSSET COMPANY, CINCINNATI PO BOX 932305 CLEVELAND, OH 44193	CROSSET COMPANY GREG KURKJIAN PHONE: 800-347-4902 EMAIL: tslaughter@castellinicompany.com; mslaylor@crosset.com; crossetaccounting@crosset.com	TRADE	N/A			\$5,253,567
5	GOURMET FOODS INTERNATIONAL 29205 NETWORK PLACE CHICAGO, IL 60673	GOURMET FOODS INTERNATIONAL CHRISTOPHER EASTWOOD PHONE: 404-688-1315 ext. 3047 EMAIL: ceastwood@gfifoods; jfooster@gfifoods	TRADE	N/A			\$2,328,328
6	SOUTHEASTERN PRODUCTS INC. 145 SOUTHCHASE BLVD. FOUNTAIN INN, SC 29644	SOUTHEASTERN PRODUCTS INC. COLLEEN TEODOSIO PHONE: 864-233-9023 EMAIL: cteodosio@seretail.com	TRADE	N/A			\$1,023,672
7	FIRST SOURCE, LLC 3612 LA GRANGE PARKWAY TOANO, VA 23168	FIRST SOURCE, LLC CATHALENE WORELDS PHONE: 757-566-5360 EMAIL: cathalene.worelds@first-source.com; amandajo.fuccella@first-source.com	TRADE	N/A			\$957,258
8	BUNZL DISTRIBUTION SOUTHEAST, LLC PO BOX 402337 ATLANTA, GA 30384	BUNZL DISTRIBUTION SOUTHEAST, LLC BRIAN BARRETT PHONE: 336-665-1500 EMAIL: brian.barrett@bunzlusa.com; karen.martin@bunzlusa.com	TRADE	N/A			\$822,747

Debtor

Case number (if known)

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	ST. JOHNS PARKWAY LAND TRUST 120 SHOPS BLVD JACKSONVILLE, FL 32216	ST. JOHNS PARKWAY LAND TRUST JIM MCCARTHY 904-479-1967 EMAIL: info@nflit.org	TRADE	N/A			\$765,944
10	HISSHO SUSHI LWIN FAMILY CO DBA HISSHO SUSHI LOCKBOX, DEPT 223 PO BOX 4458 HOUSTON, TX 77210-4458	HISSHO SUSHI DANIEL RUTHERFORD PHONE: 704-926-2200 EMAIL: danielrutherford@hishshosushi.com	TRADE	N/A			\$687,625
11	STORES CONSULTING GROUP JAMES SWEENEY 106 BOUND BROOK AVE. PISCATAWAY, NJ 08854	STORES CONSULTING GROUP JAMES SWEENEY EMAIL: rmarino@storesconsulting.com; jsweeney@storesconsulting.com	PROFESSIONAL SERVICES	N/A			\$665,561
12	AMEX PO BOX 981535 EL PASO, TX 79998	AMEX PHONE: CELIA COULOMBE 800-528-2122 EMAIL: celia.coulombe@aexp.com	TRADE	N/A			\$644,711
13	ZERO ZONE BOX 78067 MILWAUKEE, WI 52378	ZERO ZONE JOHN DUIMSTRA PHONE: 262-392-6400 EMAIL: john.duimstra@zero-zone.com	TRADE	N/A			\$576,054
14	HOMESTEAD CREAMERY, INC. PO BOX 506 WIRTZ, VA 24184	HOMESTEAD CREAMERY, INC. MIKE GRISETTI PHONE: 540-721-5808 EMAIL: homesteadcreamery@juno.com; donna@homesteadcreameryinc.com	TRADE	N/A			\$556,788
15	CWB HOLDINGS, INC. 1720 S. BELLAIR ST., #600 DENVER, CO 80222	CWB HOLDINGS, INC. DARRIN WALVOORD PHONE: 720-439-6940 EMAIL: Darrin.walvoord@charlottesweb.com	TRADE	N/A			\$424,504
16	HUSSMAN CORPORATION 26372 NETWORK PLACE CHICAGO, IL 60673	HUSSMAN CORPORATION TINA O'DONNELL PHONE: 704-821-7586 EMAIL: tina.odonnell@hussmann.com	TRADE	N/A			\$356,735
17	GARDEN OF LIFE, INC. 4200 NORTHCORP PARKWAY, SUITE 200 PALM BEACH GARDENS, FL 33410	GARDEN OF LIFE, INC. ERIK SCHMITT PHONE: 800-622-8986 EMAIL: keyaccounts@gardenoflife.com; cnunez@gardenoflife.com	TRADE	N/A			\$350,922
18	PIEDMONT GRAPHICS PO BOX 4509 GREENSBORO, NC 27404-4509	PIEDMONT GRAPHICS ANGIE MELTON PHONE: 336-230-0040 EMAIL: wmcdearmon@piemontgraphics.com; amelton@piemontgraphics.com; thayes@piemontgraphics.com	TRADE	N/A			\$295,306
19	NUTRACEUTICAL CORPORATION ATTN: ACCOUNTS RECEIVABLE PO BOX 12850 OGDEN, UT 84412	NUTRACEUTICAL CORPORATION KARA MITCHELL PHONE: 800-669-8877 EMAIL: keyaccount@nutracorp.com; credits@nutracorp.com; kara.mitchell@nutracorp.com	TRADE	N/A			\$267,772
20	ONESOURCE MAGAZINE DIST., LLC 401 E. 124TH AVE. THORNTON, CO 80241	ONESOURCE MAGAZINE DIST., LLC THOMAS TARBERT PHONE: 800-541-5542 EMAIL: danw@onesourcedist.com; iselad@onesourcedist.com	TRADE	N/A			\$235,552
21	INSTACART 50 BEALE STREET, SUITE 600 SAN FRANCISCO, CA 94105	INSTACART SAGAR SANGHVI 888-246-7822 EMAIL: ar@instacart.com	TRADE	N/A			\$216,188

Debtor

Case number (if known)

Name

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
22	FRONTIER NATURAL PRODUCTS 3021 78TH STREET NORWAY, IA 52318	FRONTIER NATURAL PRODUCTS MOLLY TRIMBLE PHONE: 800-669-3275 EMAIL: orders@frontiercoop.com; accountsreceivable@frontiercoop.com; molly.trimble@frontiercoop.com	TRADE	N/A			\$202,599
23	PANGAEA-CDS, INC. 1411 W. 190TH STREET, SUITE 675 GARDENA, CA 90248	PANGAEA-CDS, INC. LUNDY SMITH PHONE: 310-626-4208 EMAIL: sedelman@pangaea-cds.com	TRADE	N/A			\$195,860
24	ADPLEX, INC. 490 GALLIMORE DAIRY ROAD SUITE 104 GREENSBORO, NC 27409	ADPLEX, INC. KEN SCHWERTNER PHONE: 281-821-5522 EMAIL: kschwertner@adplex.com	TRADE	N/A			\$194,727
25	NATIONAL WATER SERVICES PO BOX 29387 SANTA FE, NM 87592	NATIONAL WATER SERVICES RAMON LOVATO PHONE: 505-471-5200 EMAIL: accounting@freshpure.com	TRADE	N/A			\$193,837
26	HUBERT COMPANY 25401 NETWORK PLACE CHICAGO, IL 60673	HUBERT COMPANY MARK RUDY PHONE: 800-543-7374 EMAIL: kshires@hubert.com	TRADE	N/A			\$193,262
27	BREIT MP EP II LLC PO BOX 27627 SAN DIEGO, CA 92198-1627	BREIT MP EP II LLC 858-613-1800 EMAIL: pattyr@starpoinproperties.com	TRADE	N/A			\$179,830
28	GEMINI PLACE TOWNE CENTER LLC C/O COLLIERS INTERNATIONAL 8800 LYRA DR #650 FAIRFIELD, OH 45018-1300	GEMINI PLACE TOWNE CENTER LLC ASHLEY SEASLY PHONE: 614-436-9800 EMAIL: ashley.seasly@colliers.com; keith.shoup@colliers.com; candace.vradenburg@colliers.com	TRADE	N/A			\$173,885
29	GAIA HERBS, INC. PO BOX 639306 CINCINNATI, OH 45263-9306	GAIA HERBS, INC. ANGELA MCELWEE PHONE: 800-831-7780 ext. 5916 EMAIL: cs@gaiaherbs.com; maz@gaiaherbs.com	TRADE	N/A			\$170,728
30	PAUL WEISS RIFKIND WHARTON & GARRISON LLP 1285 6TH AVE. NEW YORK, NY 10019-6064	PAUL WEISS RIFKIND WHARTON & GARRISON LLP ALICE EATON PHONE: 212-373-3570 EMAIL: aeaton@paulweiss.com; blavin@paulweiss.com	PROFESSIONAL SERVICE	N/A			\$170,558

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EARTH FARE, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-_____ ()

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT
TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Earth Fare, Inc. (“**Earth Fare**”) and EF Investment Holdings, Inc. (each a “**Debtor**” and, collectively, the “**Debtors**”) hereby state as follows:

1. A list of Debtor EF Investment Holdings, Inc.'s equity interest holders,² their addresses, and the nature of their equity interests is attached hereto as Exhibit 1.
2. Debtor EF Investment Holdings, Inc., whose address is 220 Continuum Drive, Fletcher, North Carolina 28732, is the sole shareholder of Debtor Earth Fare, Inc.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

² A group of individuals also own unexercised options in EF Investment Holdings, Inc.

EXHIBIT 1

Name	Address	Nature of Equity Interests	Ownership Percentage
Oak Hill Capital Partners III, LP	201 Main Street, Suite 3100 Fort Worth, TX 76102	Preferred and Common	72.11%
MCP Heirloom LLC	116 Huntington Avenue, 9th Floor Boston, MA 02116	Preferred and Common	18.76%
Oak Hill Capital Management Partners III, LP	One Stamford Plaza 263 Tresser Blvd. - 15th Floor Stamford, CT 06901	Preferred and Common	2.37%
EF Investment Holdings, Inc.	220 Continuum Drive Fletcher, NC 28732	Repurchased Shares/Treasury Stock	1.48%
Alan Lacy	2507 16th Avenue Carmel, CA 93923	Common	0.35%
David Jones	1250 Waggle Way Naples, FL 34108	Common	0.26%
Michael Cianciarulo	720 Overlook Dr Flat Rock, NC 28731	Common	0.17%
Roy David Bowles	11 Bainbridge Court Arden, NC 28704	Common	0.05%
Mindy Harvey	106 Panther Path Dr, Hendersonville, NC 28792	Common	0.05%
John C. Brouillard	PO Box 412 West Hyannisport, MA 02672	Common	0.03%
Bonnie Cathey	821 Sand Hill Rd. Asheville, NC 28806	Common	0.03%
Thomas Matthew Bahl	552 S Dolimah Ave, Apt 22104, Bloomington, IN 47403	Common	0.02%
Russell Oakland Friend	2425 AL Hwy 117 Mentone, AL 35984	Common	0.02%
Robert Wayne Hurst	135 Deerfield Court Lenoir City, TN 37772	Common	0.02%
Garris W. Matthews	18628 Red Oak Drive Prairieville, LA 70769	Common	0.02%

Jim O'Connor	1000 Sheridan Road Evanston, IL 60602	Common	0.02%
Eric Richbourg	141 Linden Ave, Asheville, NC 28801	Common	0.02%
James Saldutti	P.O. Box 704, Etowah, NC 28729	Common	0.02%
William M. Sutara	50 Clear Creekside Dr Hendersonville,NC 28792	Common	0.02%
Susan C. Murphy	2199 Sunset Circle Largo, FL 33774	Common	0.01%
John Carmichael	452 Harley Perry Rd Zionville, NC 28698	Common	0.01%
Karen Lewis	12 Harbor Lane Asheville, NC 28803	Common	0.01%
Paul Cassara	10 Snypes Lane Black Mountain, NC 28711	Common	0.01%
David Franklin	106 Annawan Road Waban,MA 02468	Common	0.01%
Jennifer McCoy	113 Meadow Run Asheville, NC 28806	Common	0.01%
Justin Layne Anders	1 Turkey Toe Lane Arden, NC 28704	Common	0.01%
Phillip Bowles	1280 Yellow Springs Drive Indian Land, SC 29707	Common	0.01%
Christopher Loren Hinson	5904 Carriage Oaks Dr Charlotte, NC 28262	Common	0.01%
Stanley Duchesne	223 Castleton Ln Hendersonville,NC 28791	Common	0.01%
Leonard G. Jones	1124 Rustic Ridge Ct Auburn, AL 36830	Common	0.01%
Dennis Partain	4420 Branch Wood Dr Martinez, GA 30907-1304	Common	0.01%
Tom Medvitz	159 Morewood Ave Pittsburgh, PA 15213	Common	0.01%

Kristi Kanzig	9610 Mitchell Glen Drive Charlotte, NC 28277	Common	0.01%
Audrie Blomquist	35 Blanton Street Asheville, NC 28801	Common	0.01%
Charles Fields	1785 Hunters Trail Rock Hill, SC 29732	Common	0.01%
Kristopher Rogers	23348 Frank St. Athens, AL 35613	Common	0.01%
Jennifer Dotson	222 Forest Hill Road Asheville, NC 28803	Common	0.01%
Mark Albert Osborne	2353 English Turn Drive Grove City, OH 43123	Common	0.01%
Raymond Thompson	175 W 60th Street, Apt 29D New York, NY 10023	Common	0.01%
Tyler James Dean	107 Oscar Lane Cary, NC 27513	Common	0.01%
Courtenay H. Tyler	303 Old Lynchburg Rd Charlottesville, VA 22903	Common	0.01%
Henry Francis Kugler	3054 Oakhaven Rd Columbia, SC 29204	Common	0.01%
Dan H. Woodby	10549 Dry Valley Rd. Loudon, TN 37774	Common	0.01%
Brandon Tilley	13 Browndale Rd Asheville, NC 28805	Common	0.01%

Options Ownership (Not Exercised)		
Name	Address	Options Owned
Frank Scorpiniti	56 Stamford #105 Asheville, NC 28803	337,642
Scott Little	2401 Legacy Oaks Place Asheville, NC 28803	155,280

Paul Dale	23 Quail Hollow Kitchener, Ontario N2P 2A8	50,000
Michael Savage	471 Barrington Drive Asheville, NC 28803	30,000
Bethany Turon	410 Sand Meadow Ct. Fletcher, NC 28732	15,000
David Jones	1250 Waggle Way Naples, FL 34108	90,000
Jack Brouillard	PO Box 412 West Hyannisport, MA 02672-0412	11,285
Jackman Reinvention, Inc.	345 Adelaide Street West, Ste 100 Toronto, Ontario M5V 1R5	52,760
David Mock (Jackman)	345 Adelaide Street West, Ste 100 Toronto, Ontario M5V 1R5	10,000
Rich Ramey	301 Aleutian Way Fountain Inn, SC 29644	300
Michael Lappin	56 Woodlawn Ave Asheville, NC 28801	3,762
Ronni Fridman	7209 Piper Point Lane Charlotte, NC 28277	9,600
Scott McDonald	45 Still Water Lane Fletcher, NC 28732	600
Russell Friend	2425 AL Hwy 117 Mentone, AL 35984	8,724
Steven Jarvis	25 King Heights Dr. Fletcher, NC 28732	32,570
Mindy Harvey	106 Panther Path Dr Hendersonville, NC 28792	55,140
Eric Richbourg	141 Linden Ave Asheville, NC 28801	22,570
Maria DiLalla	12 Park Avenue Asheville, NC 28803	16,285
Becky Wright	749 Wickhams Fancy Dr Candler, NC 28715	5,000

Karen Lewis	12 Harbor Lane Asheville, NC 28803	11,285
Derek Hall	2012 Wright Ave. Greensboro, NC 27403	11,285
Jennifer Shreffler	70 South Fair Oaks Drive Hendersonville, NC 28791	5,000
Paul McLean	25 King Heights Dr. Fletcher, NC 28732	5,000
Jeff Goetz	11418 Green Street. Carmel, IN 46033	1,500
James Saldutti	P.O. Box 704 Etowah, NC 28729	5,000
Leanne Moseley	131 Rockingham Rd Jupiter, FL 33458	5,000